

RECORDATION NO.

23539-67
FILED

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DEC 29 '03 2-24 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 29, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of February 1, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 23539.

The names and addresses of the parties to the enclosed document are:

Lessor:	The Andersons, Inc. 480 West Dussel Drive Maumee, Ohio 43537
Lessee:	Wellman, Inc. P.O. Box 100542 Florence, South Carolina 29501

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

40 railcars within the series AEX 5955 - AEX 8472 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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MEMORANDUM OF LEASE

This Memorandum of Lease is entered into as of the 1st day of February, 2003, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Wellman, Inc., a Delaware corporation, having its principal place of business at P.O. Box 100542, Florence, SC 29501, (hereinafter "Lessee").

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1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated as of July 7, 1993 (the "Master Lease"), and Rider #199301-WEL11 dated as of February 1, 2003 (the "Assigned Schedule"), whereby Lessor leases to Lessee forty (40) rail cars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of one hundred twenty (120) months starting March 1, 2003.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSOR:

THE ANDERSONS, INC.

By:

Title: President, Rail Group

STATE OF Ohio)
) SS:
COUNTY OF Lucas)

Before me, a Notary Public, in and for said county and state, personally appeared Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 9th day of December, 2003.

R. Thomas Connoily
Notary Public
My Commission Expires:

R. Thomas Connoily
Notary Public, State of Ohio
My Commission Expires 1-12-2007

LESSEE:

WELLMAN, INC.

By: Barbara Rucker

Title: Logistics Coordinator

STATE OF _____)
COUNTY OF _____) SS:

On this 18th day of November, 2003, before me personally appeared Barbara Rucker, to me personally known, who being duly sworn, says that he/she is the _____ of _____, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carla H. Howell
Notary Public

My Commission Expires:

My commission expires April 2, 2008

Exhibit A
199301-WEL11

	New Car #
1	AEX 005955
2	AEX 005991
3	AEX 006017
4	AEX 006037
5	AEX 006086
6	AEX 006093
7	AEX 006102
8	AEX 008401
9	AEX 008403
10	AEX 008405
11	AEX 008406
12	AEX 008407
13	AEX 008410
14	AEX 008412
15	AEX 008415
16	AEX 008419
17	AEX 008424
18	AEX 008425
19	AEX 008427
20	AEX 008429
21	AEX 008430
22	AEX 008431
23	AEX 008433
24	AEX 008434
25	AEX 008436
26	AEX 008438
27	AEX 008439
28	AEX 008441
29	AEX 008443
30	AEX 008445
31	AEX 008450
32	AEX 008454
33	AEX 008459
34	AEX 008461
35	AEX 008464
36	AEX 008465
37	AEX 008466
38	AEX 008467
39	AEX 008469
40	AEX 008472